

19719-A
DEC 26 1995 1 00 PM

THOMPSON & MITCHELL
ATTORNEYS AT LAW

700 - 14TH STREET, N.W. - SUITE 900
WASHINGTON, D.C. 20005-2010
(202) 508-1000
FAX (202) 508-1010

RANDALL K. HULME
(202) 508-1006

ONE MERCANTILE CENTER
ST. LOUIS, MISSOURI 63101
(314) 231-7676

525 WEST MAIN STREET
POST OFFICE BOX 750
BELLEVILLE, IL 62222-0750
(618) 272-4700

200 NORTH THIRD STREET
ST. CHARLES, MO 63301-2890
(314) 946-7717

December 28, 1995

VIA HAND DELIVERY

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Secretary:

Please find enclosed two (2) manually executed originals and two (2) photocopies of the document described below, to be filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the U.S. Code.

The enclosed document, a secondary document, is a Memorandum of an Assignment of Master Equipment Lease Agreement made and entered into as of December 26, 1995. The primary document to which the enclosed document is connected is the Memorandum of Lease Agreement dated as of May 17, 1995 (the "Lease Agreement"), between Greenbrier Leasing Corporation, as lessor and Colorado & Wyoming Railway Company, as lessee. The Lease Agreement was filed with and recorded by the ICC on November 20, 1995 at 3:35 p.m. and assigned Recordation No. 19719.

The names and addresses of the parties to the enclosed document are as follows:

Assignor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Assignee: MetLife Capital, Limited Partnership
c/o MetLife Capital Corporation
10900 NE 4th Street, Suite 500
Bellevue, Washington 98009-7550

A description of the railroad equipment covered by the enclosed document is set forth below:

Mr. Vernon A. Williams
December 28, 1995
Page 2

One hundred (100) 52'6", 100-ton, 286,000 lbs.,
5'6" high side gondola railcars marked and numbered CW 5000
through CW 5099, inclusive.

A check made payable to the Interstate Commerce
Commission to cover the fee of twenty-one dollars (\$21) is also
enclosed. Please return an original and any extra copies not
needed by the Commission to:

Randall K. Hulme, Esq.
Thompson & Mitchell
700 14th Street, N.W., Suite 900
Washington, D.C. 20005


A short summary of the enclosed secondary document to
appear in the index follows:

Assignment of all right, title and interest in, to, and
under the Master Equipment Lease Agreement dated as of May 17,
1995, with recordation number 19719.

Thank you.

Very truly yours,

THOMPSON & MITCHELL

By 
Randall K. Hulme
Attorney for the Parties

Enclosures

cc: Terri L. Salinas



Interstate Commerce Commission
Washington, D.C. 20423-0001

12/28/95

Office Of The Secretary

Randll K. Hulme
Thompson & Mitchell
700-14th St., NW, Ste. 900
Washington, DC., 20005-2010

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/28/95 at 1:55PM , and assigned recordation number(s). 19719-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19719-A
DEC 26 1995 1:55 PM

RECEIVED
DEC 27 1 56 PM '95
OFFICE OF SECRETARY

**MEMORANDUM OF
ASSIGNMENT OF MASTER EQUIPMENT LEASE AGREEMENT
BETWEEN
GREENBRIER LEASING CORPORATION ("ASSIGNOR")
AND
METLIFE CAPITAL, LIMITED PARTNERSHIP ("ASSIGNEE")
DECEMBER 26, 1995**

Memorandum of an Assignment of Master Equipment Lease Agreement made and entered into as of December 26, 1995 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and MetLife Capital, Limited Partnership, a Delaware limited partnership, ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign the Master Equipment Lease Agreement and sell One Hundred (100) 52' 6", 100-ton, 286,000 lbs., 5' 6" high side gondolas railcars marked and numbered CW 5000 through CW 5099 (the "Equipment"), inclusive to Assignee, and Assignee wishes to accept assignment of the Master Equipment Lease Agreement dated as of May 17, 1995, which was filed with the Interstate Commerce Commission on November 20, 1995 and assigned recordation number 19719 and to purchase the Equipment.
2. The Assignment of Master Equipment Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the terms as set forth therein.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

ASSIGNOR:

GREENBRIER LEASING CORPORATION

By: *Norris M. Webb*
Its: *Executive Vice President*

ASSIGNEE:

METLIFE CAPITAL, LIMITED PARTNERSHIP
By: MetLife Capital Corporation, General
Partner

By: *[Signature]*
Its: Vince Iaci, Vice President

State of Washington)
) ss
County of King)

On this 26th day of December, 1995, before me, a notary public in and for the
County of King and State of Washington, personally appeared
Norris M. Webb by me known to be the Executive Vice President of
Greenbrier Leasing Corporation and signed the foregoing instrument as the act
and deed of such corporation.

[Notarial Seal]

Karen A. Lee
Notary Public

Commission Expires: 4-25-98

State of Washington)
) ss
County of King)

On this 28th day of December, 1995, before me, a notary public in and for the
County of King and State of Washington, personally appeared
Vince Jaci by me known to be the Vice President of
Methrie Capital Limited Partnership and signed the foregoing instrument as the act
and deed of such corporation.

[Notarial Seal]

Karen A. Lee
Notary Public

Commission Expires: 4-25-98